

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re	:	Chapter 11
	:	
W.R. Grace & Co., <i>et al.</i>	:	Case No. 01-01139 JKF
	:	
Debtors.	:	(Jointly Administered)

**ONEBEACON AMERICA INSURANCE COMPANY'S PRELIMINARY
WITNESS LIST FOR PHASE I AND PHASE II OF THE CONFIRMATION HEARING**

OneBeacon America Insurance Company (“OneBeacon”), by and through its undersigned counsel, hereby submits the following preliminary list of witnesses that it may call to testify at the Phase I and Phase II hearings to consider confirmation of the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee of Equity Security Holders.

1. Reservation of Rights Regarding Witness List

OneBeacon reserves the right to add additional witnesses to its final witness list, in accordance with the Second Amended Case Management Order Related to the First Amended Joint Plan of Reorganization (Docket No. 20622). OneBeacon also reserves the right to call (i) any witness designated by any other party, regardless whether such witness is called by that party to testify, (ii) other witnesses who are not listed herein for the purpose of laying a foundation for the admission of evidence, to the extent necessary, (iii) other witnesses who are not listed herein to rebut any evidence or argument designated and/or offered by any party or to address any issue that may develop through the course of discovery, and (iv) other witnesses who are not listed herein for the purpose of impeachment. OneBeacon also reserves its right to withdraw any designated witness.

2. OneBeacon's Preliminary List of Potential Witnesses

- A. Brian C. Bendig, Vice President and General Counsel, Resolute Management, Inc. – New England Division, Two Central Square, Cambridge, Massachusetts 02139-3111.
- B. Brooke Green, Vice President – Direct Claims, Resolute Management, Inc. – New England Division, Two Central Square, Cambridge, Massachusetts 02139-3111.
- C. Linda MacDonald, Account Manager, Resolute Management, Inc. – New England Division, Two Central Square, Cambridge, Massachusetts 02139-3111.
- D. H. Sean Mathis, Managing Director, Miller Mathis & Co., LLC, 675 Third Avenue, New York, New York 10017 (expert witness).
- E. James B. Shein, Clinical Professor of Management & Strategy, Kellogg School of Management – Northwestern University, Jacobs Center Room 607, Evanston, Illinois 60208 (expert witness).
- F. All witnesses designated by any other party.
- G. All witnesses necessary to establish the authenticity and/or admissibility of exhibits.
- H. Any witnesses necessary for impeachment or rebuttal.

Respectfully submitted,

Dated: March 13, 2009

/s/ David P. Primack
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- and -

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